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 Loserkids, Inc., Macbeth, Inc., Macbeth Optics, LP, and
 7 Really Likeable People II, Inc. (formerly Atticus
 Clothing, Inc.)

8
 9 UNITED STATES DISTRICT COURT

10 SOUTHERN DISTRICT OF CALIFORNIA

11
 12 REALLY LIKEABLE PEOPLE, INC., a
 Delaware corporation, LOSERKIDS, INC., a
 13 California Corporation, MACBETH, INC., a
 California corporation, MACBETH OPTICS, LP,
 14 a California limited partnership, and REALLY
 LIKEABLE PEOPLE II, INC. (formerly
 15 ATTICUS CLOTHING INC.), a California
 corporation

16 Plaintiffs,

17 vs.

18 LOWLIFE CORPORATION, LTD, an English
 limited company, EVERYTHING BUT THE
 MUSIC, plc, an English corporation, DALE
 19 MASTERS, an individual, and DOES 1 through
 20 25, inclusive,

21 Defendants.

22 CASE NO. 07 CV 2405 L CAB

23
**24 DECLARATION OF DIANA
 25 CRAWFORD IN SUPPORT OF
 26 PLAINTIFFS' OPPOSITION TO
 27 DEFENDANT EBTM'S MOTION TO
 28 DISMISS PURSUANT TO RULE
 12(b)(2)**

Judge: Hon. M. James Lorenz
 Date: March 3, 2008
 Time: 10:30 a.m.
 Room: 14

DECLARATION OF DIANA CRAWFORD

I, Diana Crawford, declare and state as follows:

1. I am the Chief Financial Officer of Really Likeable People, Inc. ("RLP"). The following facts are within my personal knowledge.

2. Attached hereto as Exhibit A is a true and correct copy of an email I received from Dale Masters at EBTM plc ("EBTM") on August 6, 2007. No prior notice was received by RLP about shut down of the Loserkids.uk.com website.

3. Attached hereto as Exhibits B and C are true and correct copies of emails I sent to Dale Masters at EBTM, in response, on August 6, 2007.

4. Attached hereto as Exhibit D is a true and correct copy of an email I received from Dale Masters at EBTM on August 8, 2007.

5. During negotiation of the Atticus Asset Purchase And Sale Agreement, and accompanying Wind-Down Agreements, in which I participated, Lowlife Corporation's ("Lowlife") attorneys and Dale Masters stated that Lowlife's "financing source" needed to review certain documents or contract terms before they could be agreed upon.

I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct, and that this declaration is executed on this 14th day of February, 2008.

Diana Crawford

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Exhibit A

Subject: Loserkids UK
Date: Monday, August 6, 2007 11:18 AM
From: Dale Masters <dale@ebtm.com>
To: Diana Crawford <dcrawford@rlpdistribution.com>
Conversation: Loserkids UK

Hello Diana

Trinity Street has ceased
operating Loserkids UK as at 12
Noon today.

The reason we have been given
for this action is that they
"urgently required the
warehouse space." Trinity St has
had external investment from a
V.C. type company in the past
few weeks, which I believe may

be influencing the future direction of Trinity St business activity. We have tried unsuccessfully to extend today's deadline. Given the small amounts generated by the site, and the short remaining term, it hardly seems worthwhile for any of the parties involved to continue. Hence we need to agree very quickly what to do with this site. I recall yourselves wanting to cease LKUK operations completely months ago - is this still the case? Please

let me know your thoughts today so that we can quickly agree a forward strategy and take the appropriate action. Perhaps you could call me at +447901552630 so we can discuss the available options.

Thanks.

Dale Masters

Exhibit B

Subject: Re: Loserkids UK

Date: Monday, August 6, 2007 11:53 AM

From: Diana Crawford <dcrawford@rlpdistribution.com>

To: Dale Masters <dale@ebtm.com>

Conversation: Loserkids UK

Why are we just hearing about this today?

Where is the payment of the June royalty that was due July 31?

And why aren't you guys paying SITO the money you owe them?

And, you owe us for the Atticus tshirt invoices.

Please advise on these questions and then we can open a dialogue about loserkids.

Thanks

Diana

On 8/6/07 11:18 AM, "Dale Masters" <dale@ebtm.com> wrote:

Hello Diana

Trinity Street has ceased
operating Loserkids UK as
at 12 Noon today.

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given for this action is that they "urgently required the warehouse space." Trinity St has had external investment from a V.C. type company in the past few weeks, which I believe may be influencing the future direction of Trinity St business activity. We have tried unsuccessfully to extend today's deadline. Given the small amounts generated by the site, and the short remaining term, it hardly seems worthwhile

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so we can discuss the available options.

Thanks.

Dale Masters

--
Diana Crawford
Chief Financial Officer
Really Likeable People Inc.
2251 Las Palmas Dr
Carlsbad, CA 92011
760.431.8055 x109 phone
760.431.9551 fax
949.279.7768 cell
dcrawford@rlpdistribution.com

Exhibit C

Subject: Re: Loserkids UK

Date: Monday, August 6, 2007 4:10 PM

From: Diana Crawford <dcrawford@rlpdistribution.com>

To: Dale Masters <dale@ebtm.com>

Cc: Amy Arroyo <amy@rlpdistribution.com>, Jon Humphrey <jon@rlpdistribution.com>

Conversation: Loserkids UK

Dale,

Further to my last email.

This is not acceptable to us. One days notice to shut down loserkids.uk.com? How long have you known about this? You mentioned when we were drafting the Loserkids wind down agreement that you wanted to have the right to move away from Trinity Street because they were having "inventory management" problems. If you knew this three months ago, why didn't you address the issue? Can you please send me the correspondence from Trinity Street about the shut down? What are you going to do with all of the inventory? These actions are very problematic and brand damaging, so we will reserve all rights to proceed in the best interest of the Loserkids brand.

Further, we feel you are in violation of the provisions of the Atticus/Macbeth/Loserkids wind down agreements as follows:

Atticus Wind-Down Agreement

Section 6.3

We have sent you invoices pertaining to Fall07 t-shirt production by Print Plus. I have an email from you agreeing to reimburse us within 30 days of us being invoiced by Print Plus. At this time payment is overdue on these invoices to us which total \$234,700.15

Macbeth Wind-Down Agreement

Section 8.2

Payment to Suppliers. You still owe Sito \$50,000+ for the Fall07 shipments. I have numerous emails from Jill to me and to Sito promising payment on July 9th and subsequent promises, but have not been able to get you to respond to any emails pertaining to this topic in the past 3 weeks. I have sent over 20 emails asking for a status.

Section 9.1

Please also advise if you are selling any Macbeth goods off-price in accordance with this section.

Loser-kids Wind-Down Agreement

Section 2

Your recent correspondence (below) causes us great concern and is a direct violation of this section. We have entrusted you to maintain the site and now you tell us it is going to be shut down on one day's notice? This is quite harmful to the brand. The timing of this seems suspect.

Section 4

Royalties, etc. Your payment of June 2007 royalties was due on July 30. At this point payment has not been received.

Please reply/advise on my above comments/questions. If you are not respond, is there someone else who can? Should we direct correspondence to someone at EBTM?

Regards,
Diana

On 8/6/07 11:18 AM, "Dale Masters" <dale@ebtm.com> wrote:

Hello Diana

**Trinity Street has ceased
operating Loserkids UK as
at 12 Noon today.**

The reason we have been given for this action is that they "urgently required the warehouse space." Trinity St has had external investment from a V.C. type company in the past few weeks, which I believe may be influencing the future direction of Trinity St business activity. We have tried unsuccessfully to extend today's deadline. Given the small amounts generated by the site, and the short remaining term, it

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call me at +447901552630
so we can discuss the
available options.

Thanks.

Dale Masters

--
Diana Crawford
Chief Financial Officer
Really Likeable People Inc.
2251 Las Palmas Dr
Carlsbad, CA 92011
760.431.8055 x109 phone
760.431.9551 fax
949.279.7768 cell
dcrawford@rlpdistribution.com

Exhibit D

Subject: Wind Down agreements

Date: Wednesday, August 8, 2007 5:22 AM

From: Dale Masters <dale@ebtm.com>

To: Diana Crawford <dcrawford@rlpdistribution.com>

Cc: Simon Hargreaves <Simon.Hargreaves@vanco.co.uk>, 'Jill Lovegrove' <jill@lowlifeonline.com>

Conversation: Wind Down agreements

Diana:

In the spirit of working together in a sensible way, we believe it would be wise that we fast track the wind down agreements

on all outstanding issues between us asap. If we can agree on the following as a package of proposals, now rather than end December, we can each get on with our separate business activities:

- * All amounts owing on each side are settled now;
- * Loserkids UK ceases trading now;
- * Balance Macbeth inventory in the UK sold to RLP at LDP as agreed now;
- * Any other items as outlined in the Wind Down Agreements due to occur between now and December 31 2007 are accommodated now.

Your point of contact will be Simon Hargreaves (a company director) if this is your preferred method of closure.

Alternatively we can proceed with finding an alternative to Trinity St with the obvious option being a site powered by EBTM which we could go live with at haste and keep all wind-down activities at 31 December 2007. We do not agree that we ourselves are in breach but as your Joint Venture partner we are attempting to find a solution together.

Kindly let us know which option you wish to undertake.

Regards

Dale Masters